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13 *Proposed Attorneys for Debtors
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14
15 **UNITED STATES BANKRUPTCY COURT**
16 **NORTHERN DISTRICT OF CALIFORNIA**
17 **SAN FRANCISCO DIVISION**

18
19 **In re:**

20 **PG&E CORPORATION,**

21 **- and -**

22 **PACIFIC GAS AND ELECTRIC
COMPANY,**

23 **Debtors.**

24
25 Affects PG&E Corporation
26 Affects Pacific Gas and Electric Company
27 Affects both Debtors

28
* *All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**NOTICE OF FILING OF PROPOSED
FINAL ORDERS ON FIRST DAY AND
OTHER MOTIONS TO BE HEARD AT
FEBRUARY 27 OMNIBUS HEARING**

Date: February 27, 2019

Time: 9:30 a.m. (Pacific Time)

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

NOTICE OF FILING OF PROPOSED FINAL ORDERS

1 **PLEASE TAKE NOTICE** that on January 29, 2019 (the “**Petition Date**”), PG&E
2 Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and
3 debtors in possession (the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11
Cases**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States
4 Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the Northern District
5 of California (San Francisco Division) (the “**Bankruptcy Court**”). A hearing was held on January
6 31, 2019 (the “**First Day Hearing**”), where, among other things, the Bankruptcy Court granted
7 interim relief regarding the Motions listed in Section I, below.
8

9 **PLEASE TAKE FURTHER NOTICE** that, the Bankruptcy Court will hold a hearing on
10 **February 27, 2019, at 9:30 a.m. (Pacific Time)** (the “**Omnibus Hearing**”) in the courtroom of the
11 Honorable Dennis Montali, United States Bankruptcy Judge, Courtroom 17, 16th Floor, 450 Golden
12 Gate Avenue, San Francisco, California 94102. At the Omnibus Hearing, the Bankruptcy Court will
13 hear the motions and applications filed by the Debtors and listed in Sections I and II below (the
14 “**Motions**”).

15 **PLEASE TAKE FURTHER NOTICE** that, attached hereto as Exhibits 1-16 are the
16 Debtors’ proposed final orders granting the relief requested in each of the Motions. Each of the
17 Motions in Section I were filed with proposed interim orders as exhibits, which have since been
18 approved by the Bankruptcy Court and entered on the docket. In the instances where the proposed
19 final order or any exhibits thereto differ materially from the interim order entered by the Bankruptcy
20 Court, the proposed order previously filed with the Motion, or any exhibits thereto, a redline
21 comparison has been included in the Exhibit.

22

15 **I. MOTIONS WHERE INTERIM RELIEF WAS GRANTED AT THE FIRST DAY
16 HEARING AND FINAL RELIEF WILL BE SOUGHT AT THE OMNIBUS
17 HEARING**

18 1. **Cash Management Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a),
19 363(b), and 507 and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to (I)(A)
20 Continue Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related to
21 the Use Thereof, (C) Continue Intercompany Arrangements, (D) Continue to Honor Obligations
22 Related to Joint Infrastructure Projects, and (E) Maintain Existing Bank Accounts and Business
23 Forms; and (II) Waiving the Requirements of 11 U.S.C. § 345(b) [Dkt No. 7]. Copies of the
24 proposed final order on the Cash Management Motion and a redline comparison against the interim
25 order previously entered by the Court are attached hereto as **Exhibit 1**.

26 2. **Insurance Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 362(d),
27 363(b), 363(c), and 364 and Fed. Bankr. P. 4001, 6003, and 6004 for Interim and Final Orders (I)
28 Authorizing the Debtors to Maintain Insurance Policies, Workers’ Compensation Program, and
29 Surety Bond Program and Pay All Obligations With Respect Thereto; and (II) Granting Relief From
30 the Automatic Stay with Respect to Workers’ Compensation Claims [Dkt No. 9]. Copies of the
31 proposed final order on the Insurance Motion and a redline comparison against the interim order
32 previously entered by the Court are attached hereto as **Exhibit 2**.

33 3. **Exchange Operator Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 362,
34 363, and 364 and Fed. R. Bankr. P. 6003 and 6004 to (A) Honor Prepetition Obligations to Natural

1 Gas and Electricity Exchange Operators, (B) Grant Administrative Expense Claims and Authorize
2 Posting of Postpetition Collateral to Exchange Operators, (C) Modify the Automatic Stay, and (D)
3 Grant Related Relief [Dkt No. 15]. Copies of the proposed final order on the Exchange Operator
Motion and a redline comparison against the interim order previously entered by the Court are
attached hereto as **Exhibit 3**.

4 4. **Operational Integrity Suppliers Motion.** Motion of Debtors Pursuant to 11 U.S.C.
5 §§ 105(a), 363(b), and 503(b)(9) and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final
6 Authority to Pay Prepetition Obligations Owed to Certain Safety and Reliability, Outage, and
7 Nuclear Facility Suppliers [Dkt No. 12]. Copies of the proposed final order on the Operational
Integrity Suppliers Motion and a redline comparison against the interim order previously entered by
the Court are attached hereto as **Exhibit 4**.

8 5. **Lien Claimants Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b),
9 and 503(b) and Fed. R. Bankr. P. 6003 and 6004 (I) for Interim and Final Authority to Pay
10 Prepetition Obligations Owed to Shippers, Warehousemen, and Other Lien Claimants, and (II)
11 Granting Administrative Expense Priority Status for Claims Arising from Goods Delivered to the
Debtors Postpetition [Dkt No. 13]. Copies of the proposed final order on the Lien Claimants Motion
12 and a redline comparison against the interim order previously entered by the Court are attached
hereto as **Exhibit 5**.

13 6. **Taxes Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 363, 507(a), and
14 541(d) and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to Pay Certain
15 Prepetition Taxes and Assessments and Granting Related Relief [Dkt No. 11]. Copies of the
proposed final order on the Taxes Motion and a redline comparison against the interim order
previously entered by the Court are attached hereto as **Exhibit 6**.

16 7. **Customer Programs Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a),
17 363(b), and 507(a)(7) and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Orders (I)
18 Authorizing Debtors to (A) Maintain and Administer Customer Programs, Including Public Purpose
Programs, and (B) Honor Any Prepetition Obligations Relating Thereto; and (II) Authorizing
19 Financial Institutions to Honor and Process Related Checks and Transfers [Dkt No. 16]. Copies of
the proposed final order on the Customer Programs Motion and a redline comparison against the
interim order previously entered by the Court are attached hereto as **Exhibit 7**.

20 8. **Employee Wages and Benefits Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§
21 105(a), 363(b), and 507 and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to (I)
22 Pay Prepetition Wages, Salaries, Withholding Obligations, and Other Compensation and Benefits;
23 (II) Maintain Employee Benefits Programs; and (III) Pay Related Administrative Obligations [Dkt
24 No. 8]. Copies of the proposed final order on the Employee Wages and Benefits Motion and a
redline comparison against the interim order previously entered by the Court are attached hereto as
Exhibit 8.

25 9. **NOL Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(A) and 362 for
26 Interim and Final Orders Establishing Notification Procedures and Approving Restrictions on
27 Certain Transfers of Stock of, and Claims Against, the Debtors [Dkt No. 10]. Copies of the
proposed final order on the NOL Motion and a redline comparison against the proposed final order
previously filed with the Motion are attached hereto as **Exhibit 9**.

10. **DIP Financing Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 362, 363,
1 364, 503 and Fed. R. Bankr. P. 2002, 4001, 6003, 6004 and 9014 for Interim and Final
2 Orders (I) Authorizing the Debtors to Obtain Senior Secured, Superpriority, Postpetition Financing,
3 (II) Granting Liens and Superpriority Claims, (III) Modifying the Automatic Stay, (IV) Scheduling
4 Final Hearing, and (V) Granting Related Relief [Dkt No. 23]. A copy of the proposed final order on
prior to the Omnibus Hearing.

5 **II. ADDITIONAL MOTIONS TO BE CONSIDERED AT THE OMNIBUS HEARING**

6 11. **Reclamation Procedures Motion.** Motion of Debtors for Entry of Order Pursuant to
7 11 U.S.C. §§ 546(c) and 105(a) and Fed. R. Bankr. P. 9019 Establishing and Implementing
8 Exclusive and Global Procedures for the Treatment of Reclamation Claims [Dkt No. 30]. A copy of
the proposed order on the Reclamation Procedures Motion is attached hereto as Exhibit 11.

9 12. **Section 503(b)(9) Procedures Motion.** Motion of Debtors Pursuant to 11 U.S.C.
10 §§ 503(b)(9) and 105(a) for Entry of an Order Establishing Procedures for the Assertion, Resolution,
11 and Satisfaction of Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9) [Dkt No. 31]. Copies of the
proposed order on the 503(b)(9) Procedures Motion and a redline comparison against the proposed
order previously filed with the 503(b)(9) Procedures Motion are attached hereto as Exhibit 12.

12 13. **Utilities Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 366 and 105
13 Requesting Entry of an Order (I) Approving Debtors' Proposed Form of Adequate Assurance for
14 Payment of Utility Providers, (II) Establishing Procedures Providing Adequate Assurance and
15 Resolving Objections of Utility Providers, and (III) Prohibiting Utility Providers from Altering,
Refusing, or Discontinuing Service [Dkt No. 32]. A copy of the proposed order on the Utilities
Motion is attached hereto as Exhibit 13.

16 14. **Case Management Motion.** Motion of Debtors for Entry of Order Implementing
17 Certain Notice and Case Management Procedures [Dkt No. 352]. Copies of the proposed order on
18 the Case Management Motion and a redline comparison against the proposed order previously filed
with the Case Management Motion are attached hereto as Exhibit 14.

19 15. **Interim Compensation Procedures Motion.** Motion of Debtors Pursuant to 11
20 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for
21 Interim Compensation and Reimbursement of Expenses of Professionals [Dkt No. 349]. A copy of
the proposed order on the Interim Compensation Procedures Motion is attached hereto as
Exhibit 15.

22 16. **Ordinary Course Professionals Motion.** Motion of Debtors Pursuant to 11 U.S.C.
23 §§ 105(a), 327, 328, and 330 for Authority to Employ Professionals Used in the Ordinary Course of
24 Business *Nunc Pro Tunc* to the Petition Date [Dkt No. 350]. Copies of the proposed final order on
the Ordinary Course Professionals Motion and a redline comparison against the proposed order
previously filed with the Ordinary Course Professionals Motion are attached hereto as Exhibit 16.

26 **PLEASE TAKE FURTHER NOTICE** that copies of each pleading identified herein can be
27 viewed and/or obtained: (i) by accessing the Court's website at <http://www.canb.uscourts.gov>, (ii) by
28 contacting the Office of the Clerk of the Court at 450 Golden Gate Avenue, San Francisco, CA
94102, or (iii) from the Debtors' notice and claims agent, Prime Clerk LLC ("Prime Clerk"), at

1 https://restructuring.primeclerk.com/pge or by calling (844) 339-4217 (toll free) for U.S.-based
2 parties; or +1 (929) 333-8977 for International parties or by e-mail at: pgeinfo@primeclerk.com.
3 Note that a PACER password is needed to access documents on the Bankruptcy Court's website.
4

5 **PLEASE TAKE FURTHER NOTICE** that the Debtors reserve the right to further amend,
6 modify, or supplement the proposed final orders at any time up to and during the Omnibus Hearing.
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8 Dated: February 19, 2019

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10 **WEIL, GOTSHAL & MANGES LLP**
11 **KELLER & BENVENUTTI LLP**

12 /s/ Tobias S. Keller

13 Tobias S. Keller

14
15 *Proposed Attorneys for Debtors and Debtors in
16 Possession*

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